

CHAPMAN AND CUTLER

Theodore S. Chapman
1877-1943
Henry E. Cutler
1879-1959

111 West Monroe Street, Chicago, Illinois 60603-4080
TWX 910-221-2103 Telex 206281
FAX (312) 701-2361
Telephone (312) 845-3000

2 North Central Avenue
Phoenix, Arizona 85004
(602) 256-4060

50 South Main Street
Salt Lake City, Utah 84144
(801) 533-0066

December 27, 1991

DEC 30 1991 - 11 25 AM

INTERSTATE COMMERCE COMMISSION

Office of the Secretary
Recordations Units
Room 2303
Interstate Commerce Commission
12th and Constitution Avenue, N.W.
Washington, D.C. 20423

Attn: Ms. Mildred Lee

Dear Ms. Lee:

Enclosed are two original copies of each of the documents described below, to be recorded pursuant to 49 U.S.C. §11303.

The first document, Lease Supplement No. 2 dated December 30, 1991, is a secondary document. This document relates to the Railcar Lease dated as of November 1, 1991 between The Connecticut National Bank, as Lessor and Indiana Michigan Power Company, as Lessee, recorded on November 26, 1991 with recordation no. 17602. The names and addresses of the parties to such document are as follows:

The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115

Indiana Michigan Power Company
c/o American Electric Power Service Corporation
1 Riverside Plaza
Columbus, Ohio 43215

Dec 30 11 16 AM '91
MOTOR OPERATING UNIT

The second document, Security Agreement Supplement No. 2, dated as of December 30, 1991, is a secondary document. This document relates to the Security Agreement-Trust Deed dated as of November 1, 1991 between The Connecticut National Bank, as Owner Trustee and Wilmington Trust Company, as Security Trustee, recorded on November 26, 1991 with recordation no. 17602-A. The names and addresses of the parties to such documents are as follows:

CHAPMAN AND CUTLER

The Connecticut National Bank
777 Main Street
Hartford, Connecticut 06115

Wilmington Trust Company
Rodney Square North
Wilmington, Delaware 19890

A general description of the equipment covered by each of these documents and intended for use related to interstate commerce is set forth in Schedule 1 attached to this letter and made a part hereof.

A short summary of the documents to appear in the index follows:

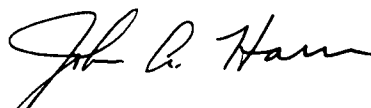
Lease Supplement No. 2 dated December 30, 1991, between The Connecticut National Bank, not in its individual capacity but solely as Owner Trustee under the Trust Agreement dated as of November 1, 1991 with Security Pacific Equipment Leasing, Inc., as Lessor and Indiana Michigan Power Company, an Indiana corporation, as Lessee.

Security Agreement Supplement No. 2 dated December 30, 1991, from The Connecticut National Bank, not in its individual capacity but solely as Owner Trustee under Indiana Michigan Trust No. 91-5, as Debtor, to Wilmington Trust Company, not in its individual capacity, except as specifically set forth herein, but solely as Security Trustee, as Security Trustee.

A filing fee of \$30.00 is enclosed. Please return an original of each of the enclosed documents to the undersigned.

Very truly yours,

CHAPMAN AND CUTLER

By: 
John A. Harris

JAH:lw
Enclosures

DESCRIPTION OF EQUIPMENT

360 - 110-ton gondola coalporter rail cars as more specifically described below:

Car Numbers

AEPX 3932	AEPX 4142	AEPX 4179	AEPX 4216	AEPX 4253
AEPX 3937	AEPX 4143	AEPX 4180	AEPX 4217	AEPX 4254
AEPX 4065	AEPX 4144	AEPX 4181	AEPX 4218	AEPX 4255
AEPX 4066	AEPX 4145	AEPX 4182	AEPX 4219	AEPX 4256
AEPX 4067	AEPX 4146	AEPX 4183	AEPX 4220	AEPX 4257
AEPX 4068	AEPX 4147	AEPX 4184	AEPX 4221	AEPX 4258
AEPX 4088	AEPX 4148	AEPX 4185	AEPX 4222	AEPX 4259
AEPX 4089	AEPX 4149	AEPX 4186	AEPX 4223	AEPX 4260
AEPX 4096	AEPX 4150	AEPX 4187	AEPX 4224	AEPX 4261
AEPX 4101	AEPX 4151	AEPX 4188	AEPX 4225	AEPX 4262
AEPX 4106	AEPX 4152	AEPX 4189	AEPX 4226	AEPX 4263
AEPX 4107	AEPX 4153	AEPX 4190	AEPX 4227	AEPX 4264
AEPX 4108	AEPX 4154	AEPX 4191	AEPX 4228	AEPX 4265
AEPX 4110	AEPX 4155	AEPX 4192	AEPX 4229	AEPX 4266
AEPX 4113	AEPX 4156	AEPX 4193	AEPX 4230	AEPX 4267
AEPX 4115	AEPX 4157	AEPX 4194	AEPX 4231	AEPX 4268
AEPX 4116	AEPX 4158	AEPX 4195	AEPX 4232	AEPX 4269
AEPX 4122	AEPX 4159	AEPX 4196	AEPX 4233	AEPX 4270
AEPX 4123	AEPX 4160	AEPX 4197	AEPX 4234	AEPX 4271
AEPX 4124	AEPX 4161	AEPX 4198	AEPX 4235	AEPX 4272
AEPX 4125	AEPX 4162	AEPX 4199	AEPX 4236	AEPX 4273
AEPX 4126	AEPX 4163	AEPX 4200	AEPX 4237	AEPX 4274
AEPX 4127	AEPX 4164	AEPX 4201	AEPX 4238	AEPX 4275
AEPX 4128	AEPX 4165	AEPX 4202	AEPX 4239	AEPX 4276
AEPX 4129	AEPX 4166	AEPX 4203	AEPX 4240	AEPX 4277
AEPX 4130	AEPX 4167	AEPX 4204	AEPX 4241	AEPX 4278
AEPX 4131	AEPX 4168	AEPX 4205	AEPX 4242	AEPX 4279
AEPX 4132	AEPX 4169	AEPX 4206	AEPX 4243	AEPX 4280
AEPX 4133	AEPX 4170	AEPX 4207	AEPX 4244	AEPX 4281
AEPX 4134	AEPX 4171	AEPX 4208	AEPX 4245	AEPX 4282
AEPX 4135	AEPX 4172	AEPX 4209	AEPX 4246	AEPX 4283
AEPX 4136	AEPX 4173	AEPX 4210	AEPX 4247	AEPX 4284
AEPX 4137	AEPX 4174	AEPX 4211	AEPX 4248	AEPX 4285
AEPX 4138	AEPX 4175	AEPX 4212	AEPX 4249	AEPX 4286
AEPX 4139	AEPX 4176	AEPX 4213	AEPX 4250	AEPX 4287
AEPX 4140	AEPX 4177	AEPX 4214	AEPX 4251	AEPX 4288
AEPX 4141	AEPX 4178	AEPX 4215	AEPX 4252	AEPX 4289

DESCRIPTION OF EQUIPMENT (cont.)

360 - 110-ton gondola coalporter rail cars as more specifically described below:

Car Numbers

AEPX 4290	AEPX 4328	AEPX 4366	AEPX 4404	AEPX 4442
AEPX 4291	AEPX 4329	AEPX 4367	AEPX 4405	AEPX 4443
AEPX 4292	AEPX 4330	AEPX 4368	AEPX 4406	AEPX 4444
AEPX 4293	AEPX 4331	AEPX 4369	AEPX 4407	AEPX 4445
AEPX 4294	AEPX 4332	AEPX 4370	AEPX 4408	AEPX 4446
AEPX 4295	AEPX 4333	AEPX 4371	AEPX 4409	AEPX 4447
AEPX 4296	AEPX 4334	AEPX 4372	AEPX 4410	AEPX 4448
AEPX 4297	AEPX 4335	AEPX 4373	AEPX 4411	AEPX 4449
AEPX 4298	AEPX 4336	AEPX 4374	AEPX 4412	AEPX 4450
AEPX 4299	AEPX 4337	AEPX 4375	AEPX 4413	AEPX 4451
AEPX 4300	AEPX 4338	AEPX 4376	AEPX 4414	AEPX 4452
AEPX 4301	AEPX 4339	AEPX 4377	AEPX 4415	AEPX 4453
AEPX 4302	AEPX 4340	AEPX 4378	AEPX 4416	AEPX 4454
AEPX 4303	AEPX 4341	AEPX 4379	AEPX 4417	AEPX 4455
AEPX 4304	AEPX 4342	AEPX 4380	AEPX 4418	AEPX 4456
AEPX 4305	AEPX 4343	AEPX 4381	AEPX 4419	AEPX 4457
AEPX 4306	AEPX 4344	AEPX 4382	AEPX 4420	AEPX 4458
AEPX 4307	AEPX 4345	AEPX 4383	AEPX 4421	AEPX 4459
AEPX 4308	AEPX 4346	AEPX 4384	AEPX 4422	AEPX 4460
AEPX 4309	AEPX 4347	AEPX 4385	AEPX 4423	AEPX 4461
AEPX 4310	AEPX 4348	AEPX 4386	AEPX 4424	AEPX 4462
AEPX 4311	AEPX 4349	AEPX 4387	AEPX 4425	AEPX 4463
AEPX 4312	AEPX 4350	AEPX 4388	AEPX 4426	AEPX 4464
AEPX 4313	AEPX 4351	AEPX 4389	AEPX 4427	
AEPX 4314	AEPX 4352	AEPX 4390	AEPX 4428	
AEPX 4315	AEPX 4353	AEPX 4391	AEPX 4429	
AEPX 4316	AEPX 4354	AEPX 4392	AEPX 4430	
AEPX 4317	AEPX 4355	AEPX 4393	AEPX 4431	
AEPX 4318	AEPX 4356	AEPX 4394	AEPX 4432	
AEPX 4319	AEPX 4357	AEPX 4395	AEPX 4433	
AEPX 4320	AEPX 4358	AEPX 4396	AEPX 4434	
AEPX 4321	AEPX 4359	AEPX 4397	AEPX 4435	
AEPX 4322	AEPX 4360	AEPX 4398	AEPX 4436	
AEPX 4323	AEPX 4361	AEPX 4399	AEPX 4437	
AEPX 4324	AEPX 4362	AEPX 4400	AEPX 4438	
AEPX 4325	AEPX 4363	AEPX 4401	AEPX 4439	
AEPX 4326	AEPX 4364	AEPX 4402	AEPX 4440	
AEPX 4327	AEPX 4365	AEPX 4403	AEPX 4441	

Interstate Commerce Commission
Washington, D.C. 20423

12/30/91

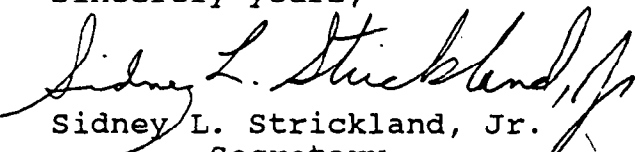
OFFICE OF THE SECRETARY

John A. Harris
Chapman And Cutler
111 West Monroe Street
Chicago, Illinois 60603

Dear SirL

The enclosed dcoument(s) was recorded pursuant to the provisions of Section 11303 of the Insterstate Commerce Act, 49 U.S.C. 11303, on 12/30/91 at 11:25am , and assigned recordation number(s). 17602-D & 17602-E

Sincerely yours,


Sidney L. Strickland, Jr.
Secretary

17602-2

DEC 30 1991 -11 22 AM

LEASE SUPPLEMENT NO. 2 STATE COMMERCE COMMISSION

THIS LEASE SUPPLEMENT NO. 2 dated as of December 30, 1991 between THE CONNECTICUT NATIONAL BANK, not individually but solely as Owner Trustee under Indiana Michigan Power Trust No. 91-5 ("Lessor"), and INDIANA MICHIGAN POWER COMPANY, an Indiana corporation ("Lessee"),

WITNESSETH:

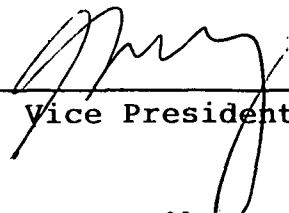
1. Lessor and Lessee have heretofore entered into a Railcar Lease dated as of November 1, 1991 (the "Original Lease") as supplemented by that certain Lease Supplement No. 1 dated November 25, 1991 (the "Lease Supplement No. 1", the Original Lease as supplemented by the Lease Supplement No. 1 is hereinafter referred to as the "Lease") providing for the execution and delivery of Lease Supplements substantially in the form hereof. The terms defined in the Lease shall have the same meanings when used herein.
2. Lessee hereby acknowledges and confirms that on or prior to the date hereof, the Equipment described in Schedule 1 attached hereto has been delivered and assembled. Lessee represents that the Equipment is free and clear of all liens and encumbrances.
3. Lessee hereby certifies that the date of acceptance of the Equipment and commencement of the Lease Term with respect thereto is December 30, 1991.
4. Lessee hereby certifies that such Purchase Price for the Equipment as of the date hereof is \$16,617,600.
5. Interim Rent for the Equipment is payable in the amount set forth in Section 6(a) of the Lease on December 30, 1991. Fixed Rent, Stipulated Loss Values and Termination Values for the Equipment is payable in the amounts and on the Rent Payment Dates set forth in Schedule 2 attached hereto.

Counterpart No. 3 of 34

1M

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed,
all as of the day and year first above written.

INDIANA MICHIGAN POWER COMPANY,
an Indiana corporation

By _____
Its Vice President

THE CONNECTICUT NATIONAL BANK,
not individually but solely as Owner
Trustee under Indiana Michigan Power
Trust No. 91-5

By _____
Its

STATE OF OHIO)
) SS.:
COUNTY OF FRANKLIN)

On this, the 30th day of December, 1991, before me, a Notary Public in and for said County and State, personally appeared G. P. MALONEY, Vice President of INDIANA MICHIGAN POWER COMPANY, who acknowledged himself to be a duly authorized officer of INDIANA MICHIGAN POWER COMPANY, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Mary M. Soltesz
Name: MARY M. SOLTESZ
Notary Public
My Commission Expires: 7-13-94
Residing in Columbus, Ohio

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of _____, 1991, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of THE CONNECTICUT NATIONAL BANK, who acknowledged himself to be a duly authorized officer of THE CONNECTICUT NATIONAL BANK, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

Receipt of this original counterpart of the foregoing Lease Supplement is hereby acknowledged this _____ day of _____, 1991.

WILMINGTON TRUST COMPANY, Security
Trustee

By _____
Its

DESCRIPTION OF EQUIPMENT

360 - 110-ton gondola coalporter rail cars as more specifically described below:

Car Numbers

AEPX 3932	AEPX 4142	AEPX 4179	AEPX 4216	AEPX 4253
AEPX 3937	AEPX 4143	AEPX 4180	AEPX 4217	AEPX 4254
AEPX 4065	AEPX 4144	AEPX 4181	AEPX 4218	AEPX 4255
AEPX 4066	AEPX 4145	AEPX 4182	AEPX 4219	AEPX 4256
AEPX 4067	AEPX 4146	AEPX 4183	AEPX 4220	AEPX 4257
AEPX 4068	AEPX 4147	AEPX 4184	AEPX 4221	AEPX 4258
AEPX 4088	AEPX 4148	AEPX 4185	AEPX 4222	AEPX 4259
AEPX 4089	AEPX 4149	AEPX 4186	AEPX 4223	AEPX 4260
AEPX 4096	AEPX 4150	AEPX 4187	AEPX 4224	AEPX 4261
AEPX 4101	AEPX 4151	AEPX 4188	AEPX 4225	AEPX 4262
AEPX 4106	AEPX 4152	AEPX 4189	AEPX 4226	AEPX 4263
AEPX 4107	AEPX 4153	AEPX 4190	AEPX 4227	AEPX 4264
AEPX 4108	AEPX 4154	AEPX 4191	AEPX 4228	AEPX 4265
AEPX 4110	AEPX 4155	AEPX 4192	AEPX 4229	AEPX 4266
AEPX 4113	AEPX 4156	AEPX 4193	AEPX 4230	AEPX 4267
AEPX 4115	AEPX 4157	AEPX 4194	AEPX 4231	AEPX 4268
AEPX 4116	AEPX 4158	AEPX 4195	AEPX 4232	AEPX 4269
AEPX 4122	AEPX 4159	AEPX 4196	AEPX 4233	AEPX 4270
AEPX 4123	AEPX 4160	AEPX 4197	AEPX 4234	AEPX 4271
AEPX 4124	AEPX 4161	AEPX 4198	AEPX 4235	AEPX 4272
AEPX 4125	AEPX 4162	AEPX 4199	AEPX 4236	AEPX 4273
AEPX 4126	AEPX 4163	AEPX 4200	AEPX 4237	AEPX 4274
AEPX 4127	AEPX 4164	AEPX 4201	AEPX 4238	AEPX 4275
AEPX 4128	AEPX 4165	AEPX 4202	AEPX 4239	AEPX 4276
AEPX 4129	AEPX 4166	AEPX 4203	AEPX 4240	AEPX 4277
AEPX 4130	AEPX 4167	AEPX 4204	AEPX 4241	AEPX 4278
AEPX 4131	AEPX 4168	AEPX 4205	AEPX 4242	AEPX 4279
AEPX 4132	AEPX 4169	AEPX 4206	AEPX 4243	AEPX 4280
AEPX 4133	AEPX 4170	AEPX 4207	AEPX 4244	AEPX 4281
AEPX 4134	AEPX 4171	AEPX 4208	AEPX 4245	AEPX 4282
AEPX 4135	AEPX 4172	AEPX 4209	AEPX 4246	AEPX 4283
AEPX 4136	AEPX 4173	AEPX 4210	AEPX 4247	AEPX 4284
AEPX 4137	AEPX 4174	AEPX 4211	AEPX 4248	AEPX 4285
AEPX 4138	AEPX 4175	AEPX 4212	AEPX 4249	AEPX 4286
AEPX 4139	AEPX 4176	AEPX 4213	AEPX 4250	AEPX 4287
AEPX 4140	AEPX 4177	AEPX 4214	AEPX 4251	AEPX 4288
AEPX 4141	AEPX 4178	AEPX 4215	AEPX 4252	AEPX 4289

9112009.TGB

SCHEDULE 1
(to Lease Supplement No. 2)

DESCRIPTION OF EQUIPMENT (cont.)

360 - 110-ton gondola coalporter rail cars as more specifically described below:

Car Numbers

AEPX 4290	AEPX 4328	AEPX 4366	AEPX 4404	AEPX 4442
AEPX 4291	AEPX 4329	AEPX 4367	AEPX 4405	AEPX 4443
AEPX 4292	AEPX 4330	AEPX 4368	AEPX 4406	AEPX 4444
AEPX 4293	AEPX 4331	AEPX 4369	AEPX 4407	AEPX 4445
AEPX 4294	AEPX 4332	AEPX 4370	AEPX 4408	AEPX 4446
AEPX 4295	AEPX 4333	AEPX 4371	AEPX 4409	AEPX 4447
AEPX 4296	AEPX 4334	AEPX 4372	AEPX 4410	AEPX 4448
AEPX 4297	AEPX 4335	AEPX 4373	AEPX 4411	AEPX 4449
AEPX 4298	AEPX 4336	AEPX 4374	AEPX 4412	AEPX 4450
AEPX 4299	AEPX 4337	AEPX 4375	AEPX 4413	AEPX 4451
AEPX 4300	AEPX 4338	AEPX 4376	AEPX 4414	AEPX 4452
AEPX 4301	AEPX 4339	AEPX 4377	AEPX 4415	AEPX 4453
AEPX 4302	AEPX 4340	AEPX 4378	AEPX 4416	AEPX 4454
AEPX 4303	AEPX 4341	AEPX 4379	AEPX 4417	AEPX 4455
AEPX 4304	AEPX 4342	AEPX 4380	AEPX 4418	AEPX 4456
AEPX 4305	AEPX 4343	AEPX 4381	AEPX 4419	AEPX 4457
AEPX 4306	AEPX 4344	AEPX 4382	AEPX 4420	AEPX 4458
AEPX 4307	AEPX 4345	AEPX 4383	AEPX 4421	AEPX 4459
AEPX 4308	AEPX 4346	AEPX 4384	AEPX 4422	AEPX 4460
AEPX 4309	AEPX 4347	AEPX 4385	AEPX 4423	AEPX 4461
AEPX 4310	AEPX 4348	AEPX 4386	AEPX 4424	AEPX 4462
AEPX 4311	AEPX 4349	AEPX 4387	AEPX 4425	AEPX 4463
AEPX 4312	AEPX 4350	AEPX 4388	AEPX 4426	AEPX 4464
AEPX 4313	AEPX 4351	AEPX 4389	AEPX 4427	
AEPX 4314	AEPX 4352	AEPX 4390	AEPX 4428	
AEPX 4315	AEPX 4353	AEPX 4391	AEPX 4429	
AEPX 4316	AEPX 4354	AEPX 4392	AEPX 4430	
AEPX 4317	AEPX 4355	AEPX 4393	AEPX 4431	
AEPX 4318	AEPX 4356	AEPX 4394	AEPX 4432	
AEPX 4319	AEPX 4357	AEPX 4395	AEPX 4433	
AEPX 4320	AEPX 4358	AEPX 4396	AEPX 4434	
AEPX 4321	AEPX 4359	AEPX 4397	AEPX 4435	
AEPX 4322	AEPX 4360	AEPX 4398	AEPX 4436	
AEPX 4323	AEPX 4361	AEPX 4399	AEPX 4437	
AEPX 4324	AEPX 4362	AEPX 4400	AEPX 4438	
AEPX 4325	AEPX 4363	AEPX 4401	AEPX 4439	
AEPX 4326	AEPX 4364	AEPX 4402	AEPX 4440	
AEPX 4327	AEPX 4365	AEPX 4403	AEPX 4441	

**SCHEDULE OF FIXED RENT, STIPULATED LOSS VALUE
AND TERMINATION VALUE RATE FACTORS**

RENT PAYMENT DATE	RENT INSTALLMENT FOR THE ITEM OF EQUIPMENT EQUAL TO PURCHASE PRICE OF THE EQUIPMENT TIMES THE FOLLOWING FIXED RENT FACTOR
12/30/1991	0.00000000
3/30/1992	2.16610443
6/30/1992	2.16610443
9/30/1992	2.16610443
12/30/1992	2.16610443
3/30/1993	2.16610443
6/30/1993	2.16610443
9/30/1993	2.16610443
12/30/1993	2.16610443
3/30/1994	2.16610443
6/30/1994	2.16610443
9/30/1994	2.16610443
12/30/1994	2.16610443
3/30/1995	2.16610443
6/30/1995	2.16610443
9/30/1995	2.16610443
12/30/1995	2.16610443
3/30/1996	2.16610443
6/30/1996	2.16610443
9/30/1996	2.16610443
12/30/1996	2.16610443
3/30/1997	2.16610443
6/30/1997	2.16610443
9/30/1997	2.16610443
12/30/1997	2.16610443
3/30/1998	2.16610443
6/30/1998	2.16610443
9/30/1998	2.16610443
12/30/1998	2.16610443
3/30/1999	2.16610443
6/30/1999	2.16610443
9/30/1999	2.16610443
12/30/1999	2.16610443
3/30/2000	2.16610443
6/30/2000	2.16610443
9/30/2000	2.16610443
12/30/2000	2.16610443
3/30/2001	2.16610443
6/30/2001	2.16610443
9/30/2001	2.16610443
12/30/2001	2.16610443
3/30/2002	2.16610443
6/30/2002	2.16610443

**SCHEDULE 2
(to Lease Supplement No 2)**

RENT INSTALLMENT
FOR THE ITEM OF EQUIPMENT EQUAL TO
PURCHASE PRICE OF THE
EQUIPMENT TIMES THE FOLLOWING
FIXED RENT FACTOR

RENT
PAYMENT DATE

9/30/2002	2.16610443
12/30/2002	2.16610443
3/30/2003	2.16610443
6/30/2003	2.16610443
9/30/2003	2.16610443
12/30/2003	2.16610443
3/30/2004	2.16610443
6/30/2004	2.16610443
9/30/2004	2.16610443
12/30/2004	2.16610443
3/30/2005	2.16610443
6/30/2005	2.16610443
9/30/2005	2.16610443
12/30/2005	2.16610443
3/30/2006	2.16610443
6/30/2006	2.16610443
9/30/2006	2.16610443
12/30/2006	2.16610443
3/30/2007	2.16610443
6/30/2007	2.16610443
9/30/2007	2.16610443
12/30/2007	2.16610443
3/30/2008	2.16610443
6/30/2008	2.16610443
9/30/2008	2.16610443
12/30/2008	2.16610443
3/30/2009	2.16610443
6/30/2009	2.16610443
9/30/2009	2.16610443
12/30/2009	2.16610443
3/30/2010	2.16610443
6/30/2010	2.16610443
9/30/2010	2.16610443
12/30/2010	2.16610443
3/30/2011	2.16610443
6/30/2011	2.16610443
9/30/2011	2.16610443
12/30/2011	2.16610443

STIPULATED LOSS VALUE AND TERMINATION VALUE

RENT PAYMENT DATE	STIPULATED LOSS VALUE OR TERMINATION VALUE, AS A PERCENT OF THE PURCHASE PRICE OF THE ITEM OF EQUIPMENT (IN ADDITION TO FIXED RENT INSTALLMENT FOR SUCH ITEM OF EQUIPMENT DUE ON SUCH DATE)
30 MAR 1992	101.47969402
30 JUN 1992	101.79915589
30 SEP 1992	102.03193200
30 DEC 1992	102.17577929
30 MAR 1993	102.22839564
30 JUN 1993	102.21778303
30 SEP 1993	102.14249513
30 DEC 1993	102.00095278
30 MAR 1994	101.79153758
30 JUN 1994	101.53347147
30 SEP 1994	101.22572757
30 DEC 1994	100.86718935
30 MAR 1995	100.45671508
30 JUN 1995	100.00813227
30 SEP 1995	99.52073036
30 DEC 1995	98.99373781
30 MAR 1996	98.42636855
30 JUN 1996	97.81819886
30 SEP 1996	97.16842502
30 DEC 1996	96.49010745
30 MAR 1997	95.78454497
30 JUN 1997	95.05140056
30 SEP 1997	94.29031660
30 DEC 1997	93.50093081
30 MAR 1998	92.68287620
30 JUN 1998	91.84378394
30 SEP 1998	90.98339190
30 DEC 1998	90.10142310
30 MAR 1999	89.19759693
30 JUN 1999	88.27968012
30 SEP 1999	87.34749986
30 DEC 1999	86.40086953
30 MAR 2000	85.43960009
30 JUN 2000	84.46345572
30 SEP 2000	83.47224170
30 DEC 2000	82.46576079
30 MAR 2001	81.44381312
30 JUN 2001	80.40614792
30 SEP 2001	79.35255930
30 DEC 2001	78.28283874
30 MAR 2002	77.19677495
30 JUN 2002	76.09410113
30 SEP 2002	74.97459959
30 DEC 2002	73.83804985
30 MAR 2003	72.68422849
30 JUN 2003	71.51047733
30 SEP 2003	70.31915719

STIPULATED LOSS VALUE OR
TERMINATION VALUE, AS A
PERCENT OF THE PURCHASE PRICE
OF THE ITEM OF EQUIPMENT
(IN ADDITION TO FIXED RENT
INSTALLMENT FOR SUCH ITEM OF
EQUIPMENT DUE ON SUCH DATE)

RENT
PAYMENT DATE

30 DEC 2003	69.11004419
30 MAR 2004	67.88291163
30 JUN 2004	66.63786190
30 SEP 2004	65.37482651
30 DEC 2004	64.10816046
30 MAR 2005	62.81642286
30 JUN 2005	61.51061886
30 SEP 2005	60.18674719
30 DEC 2005	58.84605943
30 MAR 2006	57.49378782
30 JUN 2006	56.14544545
30 SEP 2006	54.79466093
30 DEC 2006	53.44221930
30 MAR 2007	52.08894737
30 JUN 2007	50.73558460
30 SEP 2007	49.38304201
30 DEC 2007	48.03227775
30 MAR 2008	46.68429846
30 JUN 2008	45.33997683
30 SEP 2008	44.00041625
30 DEC 2008	42.66677482
30 MAR 2009	41.34026684
30 JUN 2009	40.02196377
30 SEP 2009	38.71319229
30 DEC 2009	37.41534239
30 MAR 2010	36.12986907
30 JUN 2010	34.85807511
30 SEP 2010	33.60154583
30 DEC 2010	32.36193959
30 MAR 2011	31.14098979
30 JUN 2011	29.90476961
30 SEP 2011	28.61134007
30 DEC 2011	27.00000000

LEASE SUPPLEMENT NO. 2

THIS LEASE SUPPLEMENT NO. 2 dated as of December 30, 1991 between THE CONNECTICUT NATIONAL BANK, not individually but solely as Owner Trustee under Indiana Michigan Power Trust No. 91-5 ("*Lessor*"), and INDIANA MICHIGAN POWER COMPANY, an Indiana corporation ("*Lessee*"),

WITNESSETH:

1. Lessor and Lessee have heretofore entered into a Railcar Lease dated as of November 1, 1991 (the "*Original Lease*") as supplemented by that certain Lease Supplement No. 1 dated November 25, 1991 (the "*Lease Supplement No. 1*", the Original Lease as supplemented by the Lease Supplement No. 1 is hereinafter referred to as the "*Lease*") providing for the execution and delivery of Lease Supplements substantially in the form hereof. The terms defined in the Lease shall have the same meanings when used herein.

2. Lessee hereby acknowledges and confirms that on or prior to the date hereof, the Equipment described in Schedule 1 attached hereto has been delivered and assembled. Lessee represents that the Equipment is free and clear of all liens and encumbrances.

3. Lessee hereby certifies that the date of acceptance of the Equipment and commencement of the Lease Term with respect thereto is December 30, 1991.

4. Lessee hereby certifies that such Purchase Price for the Equipment as of the date hereof is \$16,617,600.

5. Interim Rent for the Equipment is payable in the amount set forth in Section 6(a) of the Lease on December 30, 1991. Fixed Rent, Stipulated Loss Values and Termination Values for the Equipment is payable in the amounts and on the Rent Payment Dates set forth in Schedule 2 attached hereto.

Counterpart No. 4 of 34.

IN WITNESS WHEREOF, Lessor and Lessee have caused this instrument to be executed,
all as of the day and year first above written.

INDIANA MICHIGAN POWER COMPANY,
an Indiana corporation

By _____
Its

THE CONNECTICUT NATIONAL BANK,
not individually but solely as Owner
Trustee under Indiana Michigan Power
Trust No. 91-5

By  _____
Its Trust Officer

STATE OF _____)
) SS.:
COUNTY OF _____)

On this, the _____ day of _____, 1991, before me, a Notary Public in and for said County and State, personally appeared _____, the _____ of INDIANA MICHIGAN POWER COMPANY, who acknowledged himself to be a duly authorized officer of INDIANA MICHIGAN POWER COMPANY, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

Name:
Notary Public
My Commission Expires:
Residing in _____

STATE OF CONNECTICUT)
) SS.: HARTFORD
COUNTY OF HARTFORD)

On this, the 30th day of December, 1991, before me, a Notary Public in and for said County and State, personally appeared W. R. MUNROE, the Trust Officer of THE CONNECTICUT NATIONAL BANK, who acknowledged himself to be a duly authorized officer of THE CONNECTICUT NATIONAL BANK, and that, as such officer, being authorized to do so, he executed the foregoing instrument for the purposes therein contained.

IN WITNESS WHEREOF, I have hereunto set my hand and official seal on the date above mentioned.

BARBARA G. HAGER
NOTARY PUBLIC
MY COMMISSION EXPIRES MAR. 31, 1996

Barbara G. Hager
Name:
Notary Public
My Commission Expires:
Residing in Glastonbury, CT

Receipt of this original counterpart of the foregoing Lease Supplement is hereby acknowledged this _____ day of _____, 1991.

WILMINGTON TRUST COMPANY, Security
Trustee

By _____
Its

DESCRIPTION OF EQUIPMENT

360 - 110-ton gondola coalporter rail cars as more specifically described below:

Car Numbers

AEPX 3932	AEPX 4142	AEPX 4179	AEPX 4216	AEPX 4253
AEPX 3937	AEPX 4143	AEPX 4180	AEPX 4217	AEPX 4254
AEPX 4065	AEPX 4144	AEPX 4181	AEPX 4218	AEPX 4255
AEPX 4066	AEPX 4145	AEPX 4182	AEPX 4219	AEPX 4256
AEPX 4067	AEPX 4146	AEPX 4183	AEPX 4220	AEPX 4257
AEPX 4068	AEPX 4147	AEPX 4184	AEPX 4221	AEPX 4258
AEPX 4088	AEPX 4148	AEPX 4185	AEPX 4222	AEPX 4259
AEPX 4089	AEPX 4149	AEPX 4186	AEPX 4223	AEPX 4260
AEPX 4096	AEPX 4150	AEPX 4187	AEPX 4224	AEPX 4261
AEPX 4101	AEPX 4151	AEPX 4188	AEPX 4225	AEPX 4262
AEPX 4106	AEPX 4152	AEPX 4189	AEPX 4226	AEPX 4263
AEPX 4107	AEPX 4153	AEPX 4190	AEPX 4227	AEPX 4264
AEPX 4108	AEPX 4154	AEPX 4191	AEPX 4228	AEPX 4265
AEPX 4110	AEPX 4155	AEPX 4192	AEPX 4229	AEPX 4266
AEPX 4113	AEPX 4156	AEPX 4193	AEPX 4230	AEPX 4267
AEPX 4115	AEPX 4157	AEPX 4194	AEPX 4231	AEPX 4268
AEPX 4116	AEPX 4158	AEPX 4195	AEPX 4232	AEPX 4269
AEPX 4122	AEPX 4159	AEPX 4196	AEPX 4233	AEPX 4270
AEPX 4123	AEPX 4160	AEPX 4197	AEPX 4234	AEPX 4271
AEPX 4124	AEPX 4161	AEPX 4198	AEPX 4235	AEPX 4272
AEPX 4125	AEPX 4162	AEPX 4199	AEPX 4236	AEPX 4273
AEPX 4126	AEPX 4163	AEPX 4200	AEPX 4237	AEPX 4274
AEPX 4127	AEPX 4164	AEPX 4201	AEPX 4238	AEPX 4275
AEPX 4128	AEPX 4165	AEPX 4202	AEPX 4239	AEPX 4276
AEPX 4129	AEPX 4166	AEPX 4203	AEPX 4240	AEPX 4277
AEPX 4130	AEPX 4167	AEPX 4204	AEPX 4241	AEPX 4278
AEPX 4131	AEPX 4168	AEPX 4205	AEPX 4242	AEPX 4279
AEPX 4132	AEPX 4169	AEPX 4206	AEPX 4243	AEPX 4280
AEPX 4133	AEPX 4170	AEPX 4207	AEPX 4244	AEPX 4281
AEPX 4134	AEPX 4171	AEPX 4208	AEPX 4245	AEPX 4282
AEPX 4135	AEPX 4172	AEPX 4209	AEPX 4246	AEPX 4283
AEPX 4136	AEPX 4173	AEPX 4210	AEPX 4247	AEPX 4284
AEPX 4137	AEPX 4174	AEPX 4211	AEPX 4248	AEPX 4285
AEPX 4138	AEPX 4175	AEPX 4212	AEPX 4249	AEPX 4286
AEPX 4139	AEPX 4176	AEPX 4213	AEPX 4250	AEPX 4287
AEPX 4140	AEPX 4177	AEPX 4214	AEPX 4251	AEPX 4288
AEPX 4141	AEPX 4178	AEPX 4215	AEPX 4252	AEPX 4289

9112009.TGB

DESCRIPTION OF EQUIPMENT (cont.)

360 - 110-ton gondola coalporter rail cars as more specifically described below:

Car Numbers

AEPX 4290	AEPX 4328	AEPX 4366	AEPX 4404	AEPX 4442
AEPX 4291	AEPX 4329	AEPX 4367	AEPX 4405	AEPX 4443
AEPX 4292	AEPX 4330	AEPX 4368	AEPX 4406	AEPX 4444
AEPX 4293	AEPX 4331	AEPX 4369	AEPX 4407	AEPX 4445
AEPX 4294	AEPX 4332	AEPX 4370	AEPX 4408	AEPX 4446
AEPX 4295	AEPX 4333	AEPX 4371	AEPX 4409	AEPX 4447
AEPX 4296	AEPX 4334	AEPX 4372	AEPX 4410	AEPX 4448
AEPX 4297	AEPX 4335	AEPX 4373	AEPX 4411	AEPX 4449
AEPX 4298	AEPX 4336	AEPX 4374	AEPX 4412	AEPX 4450
AEPX 4299	AEPX 4337	AEPX 4375	AEPX 4413	AEPX 4451
AEPX 4300	AEPX 4338	AEPX 4376	AEPX 4414	AEPX 4452
AEPX 4301	AEPX 4339	AEPX 4377	AEPX 4415	AEPX 4453
AEPX 4302	AEPX 4340	AEPX 4378	AEPX 4416	AEPX 4454
AEPX 4303	AEPX 4341	AEPX 4379	AEPX 4417	AEPX 4455
AEPX 4304	AEPX 4342	AEPX 4380	AEPX 4418	AEPX 4456
AEPX 4305	AEPX 4343	AEPX 4381	AEPX 4419	AEPX 4457
AEPX 4306	AEPX 4344	AEPX 4382	AEPX 4420	AEPX 4458
AEPX 4307	AEPX 4345	AEPX 4383	AEPX 4421	AEPX 4459
AEPX 4308	AEPX 4346	AEPX 4384	AEPX 4422	AEPX 4460
AEPX 4309	AEPX 4347	AEPX 4385	AEPX 4423	AEPX 4461
AEPX 4310	AEPX 4348	AEPX 4386	AEPX 4424	AEPX 4462
AEPX 4311	AEPX 4349	AEPX 4387	AEPX 4425	AEPX 4463
AEPX 4312	AEPX 4350	AEPX 4388	AEPX 4426	AEPX 4464
AEPX 4313	AEPX 4351	AEPX 4389	AEPX 4427	
AEPX 4314	AEPX 4352	AEPX 4390	AEPX 4428	
AEPX 4315	AEPX 4353	AEPX 4391	AEPX 4429	
AEPX 4316	AEPX 4354	AEPX 4392	AEPX 4430	
AEPX 4317	AEPX 4355	AEPX 4393	AEPX 4431	
AEPX 4318	AEPX 4356	AEPX 4394	AEPX 4432	
AEPX 4319	AEPX 4357	AEPX 4395	AEPX 4433	
AEPX 4320	AEPX 4358	AEPX 4396	AEPX 4434	
AEPX 4321	AEPX 4359	AEPX 4397	AEPX 4435	
AEPX 4322	AEPX 4360	AEPX 4398	AEPX 4436	
AEPX 4323	AEPX 4361	AEPX 4399	AEPX 4437	
AEPX 4324	AEPX 4362	AEPX 4400	AEPX 4438	
AEPX 4325	AEPX 4363	AEPX 4401	AEPX 4439	
AEPX 4326	AEPX 4364	AEPX 4402	AEPX 4440	
AEPX 4327	AEPX 4365	AEPX 4403	AEPX 4441	

**SCHEDULE OF FIXED RENT, STIPULATED LOSS VALUE
AND TERMINATION VALUE RATE FACTORS**

RENT PAYMENT DATE	RENT INSTALLMENT FOR THE ITEM OF EQUIPMENT EQUAL TO PURCHASE PRICE OF THE EQUIPMENT TIMES THE FOLLOWING FIXED RENT FACTOR
12/30/1991	0.00000000
3/30/1992	2.16610443
6/30/1992	2.16610443
9/30/1992	2.16610443
12/30/1992	2.16610443
3/30/1993	2.16610443
6/30/1993	2.16610443
9/30/1993	2.16610443
12/30/1993	2.16610443
3/30/1994	2.16610443
6/30/1994	2.16610443
9/30/1994	2.16610443
12/30/1994	2.16610443
3/30/1995	2.16610443
6/30/1995	2.16610443
9/30/1995	2.16610443
12/30/1995	2.16610443
3/30/1996	2.16610443
6/30/1996	2.16610443
9/30/1996	2.16610443
12/30/1996	2.16610443
3/30/1997	2.16610443
6/30/1997	2.16610443
9/30/1997	2.16610443
12/30/1997	2.16610443
3/30/1998	2.16610443
6/30/1998	2.16610443
9/30/1998	2.16610443
12/30/1998	2.16610443
3/30/1999	2.16610443
6/30/1999	2.16610443
9/30/1999	2.16610443
12/30/1999	2.16610443
3/30/2000	2.16610443
6/30/2000	2.16610443
9/30/2000	2.16610443
12/30/2000	2.16610443
3/30/2001	2.16610443
6/30/2001	2.16610443
9/30/2001	2.16610443
12/30/2001	2.16610443
3/30/2002	2.16610443
6/30/2002	2.16610443

**SCHEDULE 2
(to Lease Supplement No. 2)**

RENT INSTALLMENT
FOR THE ITEM OF EQUIPMENT EQUAL TO
PURCHASE PRICE OF THE
EQUIPMENT TIMES THE FOLLOWING
FIXED RENT FACTOR

RENT
PAYMENT DATE

9/30/2002	2.16610443
12/30/2002	2.16610443
3/30/2003	2.16610443
6/30/2003	2.16610443
9/30/2003	2.16610443
12/30/2003	2.16610443
3/30/2004	2.16610443
6/30/2004	2.16610443
9/30/2004	2.16610443
12/30/2004	2.16610443
3/30/2005	2.16610443
6/30/2005	2.16610443
9/30/2005	2.16610443
12/30/2005	2.16610443
3/30/2006	2.16610443
6/30/2006	2.16610443
9/30/2006	2.16610443
12/30/2006	2.16610443
3/30/2007	2.16610443
6/30/2007	2.16610443
9/30/2007	2.16610443
12/30/2007	2.16610443
3/30/2008	2.16610443
6/30/2008	2.16610443
9/30/2008	2.16610443
12/30/2008	2.16610443
3/30/2009	2.16610443
6/30/2009	2.16610443
9/30/2009	2.16610443
12/30/2009	2.16610443
3/30/2010	2.16610443
6/30/2010	2.16610443
9/30/2010	2.16610443
12/30/2010	2.16610443
3/30/2011	2.16610443
6/30/2011	2.16610443
9/30/2011	2.16610443
12/30/2011	2.16610443

STIPULATED LOSS VALUE AND TERMINATION VALUE

RENT PAYMENT DATE	STIPULATED LOSS VALUE OR TERMINATION VALUE, AS A PERCENT OF THE PURCHASE PRICE OF THE ITEM OF EQUIPMENT (IN ADDITION TO FIXED RENT INSTALLMENT FOR SUCH ITEM OF EQUIPMENT DUE ON SUCH DATE)
30 MAR 1992	101.47969402
30 JUN 1992	101.79915589
30 SEP 1992	102.03193200
30 DEC 1992	102.17577929
30 MAR 1993	102.22839564
30 JUN 1993	102.21778303
30 SEP 1993	102.14249513
30 DEC 1993	102.00095278
30 MAR 1994	101.79153758
30 JUN 1994	101.53347147
30 SEP 1994	101.22572757
30 DEC 1994	100.86718935
30 MAR 1995	100.45671508
30 JUN 1995	100.00813227
30 SEP 1995	99.52073036
30 DEC 1995	98.99373781
30 MAR 1996	98.42636855
30 JUN 1996	97.81819886
30 SEP 1996	97.16842502
30 DEC 1996	96.49010745
30 MAR 1997	95.78454497
30 JUN 1997	95.05140056
30 SEP 1997	94.29031660
30 DEC 1997	93.50093081
30 MAR 1998	92.68287620
30 JUN 1998	91.84378394
30 SEP 1998	90.98339190
30 DEC 1998	90.10142310
30 MAR 1999	89.19759693
30 JUN 1999	88.27968012
30 SEP 1999	87.34749986
30 DEC 1999	86.40086953
30 MAR 2000	85.43960009
30 JUN 2000	84.46345572
30 SEP 2000	83.47224170
30 DEC 2000	82.46576079
30 MAR 2001	81.44381312
30 JUN 2001	80.40614792
30 SEP 2001	79.35255930
30 DEC 2001	78.28283874
30 MAR 2002	77.19677495
30 JUN 2002	76.09410113
30 SEP 2002	74.97459959
30 DEC 2002	73.83804985
30 MAR 2003	72.68422849
30 JUN 2003	71.51047733
30 SEP 2003	70.31915719

STIPULATED LOSS VALUE OR
 TERMINATION VALUE, AS A
 PERCENT OF THE PURCHASE PRICE
 OF THE ITEM OF EQUIPMENT
 (IN ADDITION TO FIXED RENT
 INSTALLMENT FOR SUCH ITEM OF
 EQUIPMENT DUE ON SUCH DATE)

RENT
 PAYMENT DATE

30 DEC 2003	69.11004419
30 MAR 2004	67.88291163
30 JUN 2004	66.63786190
30 SEP 2004	65.37482651
30 DEC 2004	64.10816046
30 MAR 2005	62.81642286
30 JUN 2005	61.51061886
30 SEP 2005	60.18674719
30 DEC 2005	58.84605943
30 MAR 2006	57.49378782
30 JUN 2006	56.14544545
30 SEP 2006	54.79466093
30 DEC 2006	53.44221930
30 MAR 2007	52.08894737
30 JUN 2007	50.73558460
30 SEP 2007	49.38304201
30 DEC 2007	48.03227775
30 MAR 2008	46.68429846
30 JUN 2008	45.33997683
30 SEP 2008	44.00041625
30 DEC 2008	42.66677482
30 MAR 2009	41.34026684
30 JUN 2009	40.02196377
30 SEP 2009	38.71319229
30 DEC 2009	37.41534239
30 MAR 2010	36.12986907
30 JUN 2010	34.85807511
30 SEP 2010	33.60154583
30 DEC 2010	32.36193959
30 MAR 2011	31.14098979
30 JUN 2011	29.90476961
30 SEP 2011	28.61134007
30 DEC 2011	27.00000000